



## SCRUTINIZER'S REPORT

Date:07<sup>th</sup> June,2019

To,  
The Chairman,  
ASM TECHNOLOGIES LIMITED  
CIN:L85110KA1992PLC013421  
80/2, Lusanne Court,Richmond Road  
Bengaluru, 560025

Dear Sir,

I am pleased to present the consolidated report on the postal ballot and remote E-Voting conducted by the Company to pass Special Resolution as contained in the notice of Postal Ballot dated 18<sup>th</sup> April,2019.

1. In terms of Provisions of Section 110 of the Companies Act,2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014( as amended) I, Mangala Rohith, Partner, BMP & Co. LLP, Practicing Company Secretaries, Bangalore, was appointed as scrutinizer by the Company to conduct the remote E-Voting process and Postal Ballot as contained in the Notice dated 18<sup>th</sup> April,2019.
2. Members approval sought for :
  - i. Re appointment of Mr. Vikram Ravindra Mamidipudi, (DIN:00008241) as an Independent Director of the company for a second term of five years;



Page 1 of 10

**BMP & Co. LLP**

LLPIN : AAI-4194

Regd Office : # 4272, Sapthagiri, 2nd Floor, Vivekananda Park Road, Near Seetha Circle, Girinagar, Bangalore - 560 085.

☎ : 080 26728442, ✉ : biswajit@bmpandco.com, 🌐 : [www.bmpandco.com](http://www.bmpandco.com)



- ii. Re-appointment of Mr. Shekar Viswanathan, (DIN: 01202587) as Independent Director of the company for a second term of five years;
  - iii. Appointment of Prof. Balkrishna Seshgiri Sonde (DIN:00025794) as an Independent Director of the company not liable to retire by rotation
3. On the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on (cut-off date), 26<sup>th</sup> April,2019 the notice of the postal ballot dated 18<sup>th</sup> April,2019 was dispatched to the shareholders by prescribed mode and the advertisement was published on 07<sup>th</sup> May,2019 pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (as amended).
  4. The remote voting commenced on Wednesday, 8<sup>th</sup> May,2019 (9.00 a.m. IST) and ended on Thursday, June 06<sup>th</sup>, 2019 (5.00 p.m. IST) for physical ballots and as well as for e-voting.
  5. The votes, if any, cast by a member(s) both in Postal Ballot Form and remote e-Voting having been identified, votes cast through remote-Voting only were considered valid.
  6. The e-voting facility was provided by M/s. Karvy Fintech Private Limited ("Karvy"). The votes were unblocked on 06<sup>th</sup> June,2019 around 05.11 P.M. in the presence of two witnesses, viz., Ms. Surbhi Sharma currently residing at No.611, Ideal Home Society, Daga Springs Apartments, Flat No. S-4, Rajarajeswari Nagar, Bangalore- 560098 and Ms. Swathi VM residing at Naga Prahlada Arcade, 1st Main Road, Basavanagudi, Bangalore - 560004 who are not in employment of the Company.





7. With respect to physical ballot, the ballot papers received were reconciled with the records maintained by the Company/ R&TA and the authorizations/ power of attorney etc., lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as by physical ballot. Details of invalid ballots are mentioned below.
8. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the remote e-Voting result, I report that the Special Resolutions as contained in the Postal Ballot Notice dated 18<sup>th</sup> April,2019 has been passed with requisite majority.

I now submit my consolidated report as under on the result of the remote e-voting, and physical ballot papers in respect of the resolutions contained in the Notice of Postal Ballot.

**Resolution No. 1 – Special Resolution**

Re appointment of Mr. Vikram Ravindra Mamidipudi, (DIN:00008241) as an Independent Director of the company for a second term of five years;

- (i) Voted “*in Favour*” of the resolution

	<b>Total Number of members exercised their votes</b>	<b>Total Number of votes cast by them(shares)</b>	<b>% of total number of valid votes cast</b>
<b>Remote E- voting</b>	16	3095205	<b>99.86</b>
<b>Voting by Postal Ballot</b>	47	3961	<b>0.13</b>
<b>Total</b>	<b>63</b>	<b>3099166</b>	<b>99.99</b>







(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	1	1	0.00
Voting by Postal Ballot	4	301	0.01
Total	5	302	0.01

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	-	-
Voting by Postal Ballot	1	100
Total	1	100

#### Resolution No. 2 – Special Resolution

Re-appointment of Mr. Shekar Viswanathan, (DIN: 01202587) as Independent Director of the company for a second term of five years

(i) Voted “*in Favour*” of the resolution





	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	16	3095205	99.87
Voting by Postal Ballot	45	3853	0.12
Total	61	3099058	99.99

(ii) Voted "*against*" the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	1	1	0.00
Voting by Postal Ballot	4	209	0.01
Total	5	210	0.01

(iii) Invalid Votes

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	-	-
Voting by Postal Ballot	1	100
Total	1	100





### Resolution No. 3 – Special Resolution

Appointment of Prof. Balkrishna Seshgiri Sonde (DIN:00025794) as an Independent Director of the company not liable to retire by rotation

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	16	3095205	99.87
Voting by Postal Ballot	46	3761	0.12
<b>Total</b>	<b>62</b>	<b>3098966</b>	<b>99.99</b>

(ii) Voted “against” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	1	1	0.00
Voting by Postal Ballot	3	301	0.01
<b>Total</b>	<b>4</b>	<b>302</b>	<b>0.01</b>





(iii) Invalid Votes

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	-	-
Voting by Postal Ballot	1	100
<b>Total</b>	<b>1</b>	<b>100</b>





The final analysis combining the e-voting and voting by postal ballot is annexed herewith as *Annexure A*. The Register, all other papers and relevant records relating to remote e-voting and voting by postal ballot shall remain in our safe custody until the chairman considers, approves and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.

Thanking You,  
Yours faithfully,



**Mangala Rohith**

Partner

BMP & Co. LLP,

Practicing Company Secretaries

(Membership No. ACS: 20315 C.P.No:7438)

Date: 07<sup>th</sup> June, 2019

Place: Bangalore





Annexure A

THE FINAL ANALYSIS COMBINING THE E-VOTING AND VOTING BY POSTAL  
BALLOT IS AS FOLLOWS:

Resolution No.1: Re appointment of Mr. Vikram Ravindra Mamidipudi, (DIN:00008241) as an Independent Director of the company for a second term of five years					
Total Number of shares voted	Voted in Favour	Percentage (in favour)	Voted against	Percentage (in against)	Result
3099468	3099166	99.99	302	0.01	Approved
Resolution No.2: Mr. Shekar Viswanathan, (DIN: 01202587) as Independent Director of the company for a second term of five years					
3099268	3099058	99.99	210	0.01	Approved
Resolution No.3: Appointment of Prof. Balkrishna Seshgiri Sonde (DIN:00025794) as an Independent Director of the company not liable to retire by rotation					
3099268	3098966	99.99	302	0.01	Approved

Based on the above information, you may kindly announce the results.





Thanking you,  
Yours faithfully

*Mangala Rohith*



**Mangala Rohith**

Partner

BMP & Co. LLP,

Practicing Company Secretaries

(Membership No. ACS: 20315 C.P.No:7438)

Date: 07<sup>th</sup> June, 2019

Place: Bangalore

We the undersigned witnesseth that the votes were unblocked from the e-voting website of Karvy Fintech Private Limited (Karvy) (<https://evoting.karvy.com/common/Details.aspx>) in our presence.

*Surbhi Sharma*

**Ms. Surbhi Sharma**

No. No.611, Ideal Home Society,

Daga Springs Apartments, Flat No.

S-4, Rajarajeswari Nagar, Bangalore- 560098

*Swathi V.M*

**Ms. Swathi VM**

Naga Pahlada Arcade, 1st Main

Road, Basavanagudi, Bangalore - 560004